

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERICA ONLINE, INC.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

7375
(Primary Standard Industrial
Classification Code Number)

54-1322110
(I.R.S. Employer
Identification Number)

8619 Westwood Center Drive
Vienna, Virginia 22182-2285
Tel. No.: (703) 448-8700

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Ellen M. Kirsh, Esq.
Vice President, General Counsel and Secretary
America Online, Inc.
8619 Westwood Center Drive
Vienna, Virginia 22182-2285
Tel. No.: (703) 448-8700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Martin H. Levenglick, Esq.
O'Sullivan, Graev & Karabell, LLP
30 Rockefeller Plaza
New York, New York 10112

Approximate date of commencement of proposed sale to the public:
From time to time after this Registration Statement becomes effective but not later than
thirty days from the effective date of this Registration Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest investment plans, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to Be Registered	Proposed Maximum Aggregate Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.01 par value	608,065 shares	\$84.00	\$51,077,460.00	\$17,612.92

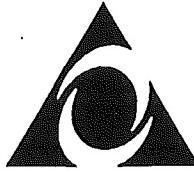
- (1) The Company adopted a Rights Agreement on April 23, 1993, which was amended on January 31, 1995 providing for a shareholders rights plan. Pursuant to this shareholder rights plan, holders of Common Stock receive one preferred share purchase right for each share of Common Stock, which rights are exercisable under certain defined circumstances. None of such rights are currently exercisable. Value attributable to such rights, if any, is reflected in the market price of the Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457, based on the average high and low sale prices of the Common Stock on March 14, 1995, as reported in the Nasdaq National Market System.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Information contained herein is subject to completion or amendment. A registration statement may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

SUBJECT TO COMPLETION, DATED MARCH 17, 1995

PROSPECTUS



608,065 Shares America Online, Inc. COMMON STOCK

This Prospectus relates to the public offering from time to time of up to an aggregate of 608,065 shares (the "Shares") of common stock, par value \$.01 per share (the "Common Stock"), of America Online, Inc., a Delaware corporation (the "Company" or "AOL"), by CMG Securities Corporation, a Massachusetts corporation and Advanced Network & Services, Inc., a Delaware nonstock corporation (the "Selling Stockholders"). See "The Selling Stockholders."

The Selling Stockholders may sell the Shares from time to time in transactions on the Nasdaq National Market System or in the over-the-counter market, or through private sales, but in any event not later than thirty days from the effective date of the registration statement of which this Prospectus is a part. See "Plan of Distribution." All sales made on the Nasdaq National Market System or in the over-the-counter market shall be made at the then prevailing price of the Shares on such National Market System or in such over-the-counter market, as applicable; any private sales will be made at negotiated prices.

The Common Stock is traded on the Nasdaq National Market System under the Symbol "AMER." Sales of the Shares may be made to or through broker-dealers, and such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the Selling Stockholders effecting such sales. The Selling Stockholders and any broker-dealers who act in connection with sales of Shares may be deemed to be "underwriters" as that term is defined in the Securities Act of 1933, as amended (the "Securities Act"), and any commissions received by them and profit on any resale of the Shares may be deemed to be underwriting discounts and commissions under the Securities Act.

The Company will not receive any proceeds from the sale of Shares hereunder. Each of the Selling Stockholders shall pay all discounts, selling commissions and taxes (if any) incurred in connection with the registration and sale of its Shares and fees and expenses of legal counsel and other advisors to such Selling Stockholder. All other expenses incurred in connection with the registration and sale of the Shares, including the registration fee payable to the Securities and Exchange Commission hereunder, the listing fee to be paid to the National Association of Securities Dealers, Inc. ("NASD") for listing the Shares on the Nasdaq National Market System and the fees and expenses of legal counsel to the Company and independent accountants, will be paid 75% by the Company and 25% by CMG Securities Corporation. See "Plan of Distribution." Expenses of issuance and distribution are estimated to be \$54,274.22, of which approximately \$37,705.67 will be borne by the Company, approximately \$14,568.55 will be borne by CMG Securities Corporation and approximately \$2,000.00 will be borne by Advanced Network & Services, Inc. On March 16, 1995, the reported closing price of the Company's Common Stock on the Nasdaq National Market was \$83.50 per share.

ALL SALES OF SHARES BY THE SELLING STOCKHOLDERS PURSUANT TO THIS PROSPECTUS MUST BE COMPLETED NO LATER THAN THIRTY DAYS FROM THE EFFECTIVE DATE OF THE REGISTRATION STATEMENT OF WHICH THIS PROSPECTUS IS A PART.

FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE PURCHASERS OF THE SHARES, SEE "RISK FACTORS."

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No dealer, salesman or other person has been authorized to give any information or to make any representations not contained or incorporated by reference in this Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or by any other person. All information contained in this Prospectus is as of the date of this Prospectus. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company or in the facts herein set forth since the date hereof. This Prospectus does not constitute an offer to sell or a solicitation of any offer to buy any security other than the securities covered by this Prospectus, nor does it constitute an offer to or solicitation of any person in any jurisdiction in which such offer or solicitation may not be lawfully made.

The date of this Prospectus is March 17, 1995.

AVAILABLE INFORMATION

AOL is subject to the informational reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy and information statements and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by AOL with the Commission may be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Commission's regional offices located at 7 World Trade Center, Suite 1300, New York, New York 10048 and Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Copies of such materials may also be obtained by mail from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Such reports, proxy statements and other information concerning the Company are also available for inspection at the offices of the Nasdaq Stock Market, Inc., Reports Section, 1735 K Street, Washington, D.C. 20006.

The Company has filed with the Commission a registration statement on Form S-3 (together with all amendments and exhibits thereto, the "Registration Statement") under the Securities Act. This Prospectus does not contain all the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information, reference is made to the Registration Statement.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed by the Company with the Commission are incorporated herein by reference:

- (i) the Annual Report of the Company on Form 10-K for the year ended June 30, 1994, except for the financial statements and selected financial data which have been restated to reflect the August 19, 1994 pooling of interests with Redgate Communications Corporation and filed as part of the Company's Current Report on Form 8-K dated March 9, 1995;
- (ii) the Quarterly Reports of the Company on Form 10-Q for the fiscal quarters ended September 30, 1994 and December 31, 1994;
- (iii) the Current Reports of the Company on Form 8-K dated January 9, 1995, February 7, 1995, February 28, 1995 and March 9, 1995 and the Current Report of the Company on Form 8-K/A No. 1 dated March 9, 1995; and
- (iv) the description of the Company's Common Stock which is contained in a registration statement filed under the Exchange Act, including any amendments and reports filed for the purpose of updating such description.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the termination of this offering shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the filing date of such document.

The Company will provide without charge to each person to whom a copy of this Prospectus is delivered, upon the written or oral request of such person, a copy of any or all of the documents which have been incorporated by reference herein, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference therein). Requests for such copies should be directed to: Ellen M. Kirsh, Esq., Vice President, General Counsel and Secretary of the Company, 8619 Westwood Center Drive, Vienna, Virginia 22182-2285, telephone number (703) 448-8700.

RISK FACTORS

The following risk factors should be considered carefully in connection with the information provided elsewhere in this Prospectus in evaluating the investment in the Shares offered hereby.

Competition

The online services market is highly competitive. AOL's competitors range from small companies with limited resources to large companies with substantially greater financial, technical and marketing resources than those of AOL. Major direct competitors presently include Prodigy, a joint venture of IBM and Sears, CompuServe, a subsidiary of H&R Block, and Apple Computer through its online service, e-World. Genie, a division of General Electric Information Services and Delphi, a company owned by News Corporation, are also competitors. AOL believes that existing competitors are likely to continue to enhance their service offerings. In addition, AOL believes that new competitors are likely to enter the online services market, resulting in greater competition for AOL. Microsoft and AT&T have announced plans to introduce online services that are expected to be competitive with AOL. In addition, new competitors may include computer software/services, telephone, media, cable and other companies, and may also include organizations that result from alliances among any of such companies. Competition is also expected from newly created companies that are providing consumer access to the Internet and tools to information providers to enable them to publish content electronically on the Internet. Increased competition could result in erosion of AOL's market share, require price reductions and increased spending on marketing and product development and limit AOL's opportunities to enter into agreements with new content providers and distribution partners and/or renew agreements with existing content providers and distribution partners. Any of these events could have a material adverse effect on AOL's financial condition and operating results.

Managing a Changing Business

AOL continues to experience major changes in its operations resulting from expansion of its business and other factors which have placed significant demands on AOL's administrative, operational and financial resources. AOL's future performance will depend in part on its ability to manage effectively its growth to date and to adapt its administrative, operational and financial control systems to the needs of the expanded entity and if and when necessary to respond effectively to any future growth in its business. The failure of AOL's management to effectively respond to and manage changing business conditions could have a material adverse effect on the combined entity's business and results of operations.

Declining Operating Margins

One of AOL's goals is to increase market share by rapidly growing its subscriber base. To achieve this goal, AOL has aggressively promoted its service offerings and has implemented pricing changes and other strategies designed to facilitate subscriber growth. The costs associated with the rapid growth in its subscriber base as well as the introduction of new pricing for its services and the provision of higher speed access have caused AOL to experience a decline in its operating margins in recent periods.

As part of AOL's marketing strategy, AOL provides new subscribers with up to ten hours of access to its online services on a trial basis at no charge and waives the first month's membership fees. In a period of rapid subscriber growth, AOL incurs significant data communications charges in the first month of a subscriber's membership which do not generate corresponding service revenues. In addition, new subscribers generally require substantially more customer support than longer-standing subscribers. This results in higher labor and long-distance telephone costs to AOL. Effective January 1, 1995, the hourly fee for usage beyond that covered by the monthly membership fee was lowered to \$2.95 from \$3.50. The impact of this price change is higher data communications charges to AOL relative to service revenues generated.

AOL may choose to adopt additional strategies designed to continue growth in its subscriber base, such as new promotional offers and implementation of new pricing programs to accomplish this objective. Such strategies may result in an increase in costs as a percentage of net service revenues. In addition, an acceleration in the growth of the subscriber base or changes in usage patterns among subscribers may also increase costs as a percentage of net service revenues. Consequently, there can be no assurance that AOL's operating margins have stabilized or that AOL's operating margins will not be adversely affected in the future by such strategies.

The Internet

Some industry analysts have expressed the view that commercial online service providers, such as AOL, will be adversely affected by the increasing awareness of and interest in the Internet. AOL views the Internet market as an opportunity to provide subscribers with simple and affordable access to the Internet's most popular features and to provide publishers with the tools they need to establish a presence on the Internet. However, there can be no assurance that Internet access provided by other service providers will not have an adverse effect on AOL's business.

AOL has made substantial investments in its effort to take a leadership position in the emerging Internet market. See "The Company," below. However, there can be no assurance that opportunities which develop in the Internet market will be sufficient to justify AOL's investments or that AOL's Internet initiatives will enable AOL to take advantage of the opportunities which do arise.

Network Capacity and Operations

In the past, certain subscribers have encountered difficulty in accessing and using AOL's services due to limits in server and network capacity. AOL is currently in the process of building a TCP/IP-based, dial-up network, called AOLnet, in order to provide more reliable, higher speed access in a time of rapid subscriber growth. See "The Company," below. However, there can be no assurance that AOL will be able to obtain the financing necessary to build AOLnet. In addition, even if AOL is able to obtain such financing, there can be no assurance that AOL will be able to expand server and network capacity at a rate sufficient to satisfy increasing subscriber demands and the failure to do so could have a material adverse effect on AOL's business.

AOL's operations are dependent on its ability to protect its computer equipment and the information stored in its data center against damage that may be caused by fire, power loss,

telecommunications failures, unauthorized intrusion and other events. AOL's data center consists of minicomputers, some of which are fault-tolerant, and workstations housed in two independent computer rooms, each of which has its own Halon fire suppression system and air conditioning. The data center is also protected by an uninterruptible power supply system with a short-term battery backup, and security and authorization procedures. Software and related data files are backed up regularly and stored off site. There can be no assurance that these measures are sufficient to eliminate the risk of interruption in AOL's operation. Any damage or failure that causes interruptions in AOL's operations could have a material adverse effect on AOL's business. AOL currently relies on several companies, particularly U.S. Sprint, to provide data communications access to AOL's services. Any damage or failure that causes interruptions in U.S. Sprint's operations could have a material adverse effect on AOL's business. While AOL believes that the property and business interruption insurance it carries is consistent with computer industry practice, the coverage may not be adequate to compensate AOL for all losses that may occur.

Changing Technologies

Currently, online services are accessed primarily by desktop computers and are delivered via telephone wire to a desktop computer. If online services become accessible by screen-based telephones, television or other consumer electronic devices, and/or become deliverable over other wired conduits such as coaxial and fiber optic cable or by various wireless conduits, AOL will have to develop new technology or modify its existing technology to keep pace with these developments. Required technological advances by AOL may include compression, full-motion video and integration of video, voice, data and graphics. AOL's pursuit of these technological advances will require substantial expenditures, and there can be no assurance that AOL will succeed in adapting its online service business to alternate access devices and conduits.

Volatility of Share Price

The market price of AOL's Common Stock has increased significantly since AOL's initial public offering in March 1992 and has a history of price and volume volatility. Factors such as quarterly variations in operating results and earnings, the announcement of technological innovations, mergers, acquisitions, strategic partnerships or new product offerings by AOL or its competitors and the entrance of new competitors into the online services market may have a significant impact on the market price of the Common Stock. Moreover, the Common Stock of AOL could experience price and volume fluctuations unrelated to operating performance or other business-related activity.

Future Sales of Common Stock

Sales of substantial amounts of AOL Common Stock in the public market could adversely affect prevailing market prices of the Common Stock. Substantially all outstanding shares of AOL Common Stock will be eligible for sale in the public market, subject in certain cases to volume and other limitations. As of February 28, 1995, there were 16.9 million shares of AOL Common Stock outstanding. Additional shares are subject to registration statements on Form S-8 in connection with stock option plans. The sales of any of the foregoing shares could have a material adverse effect on the then prevailing market price of AOL Common Stock.

Reliance on Key Personnel

AOL's success depends in part upon the performance of its executive officers and other key employees. The loss of the services of one or more of its key personnel could have a material adverse effect on the combined entity. AOL depends on its continued ability to attract and retain highly skilled and qualified personnel. Competition for such personnel is intense, and there can be no assurance that the combined entity will be successful in attracting and retaining such personnel.

Government Regulation

Currently, AOL is not subject to direct regulation other than regulation applicable to businesses generally. However, changes in the international, federal and state regulatory environments relating to the evolving interactive services industry could have an effect on AOL's business. Other pending regulatory changes could affect AOL's telecommunications costs or increase the likelihood or scope of competition from regional bell telephone companies. At this time, AOL cannot predict the impact, if any, that potential regulatory changes may have on its business.

Anti-Takeover Defense Provisions

AOL's Restated Certificate of Incorporation and Restated By-laws contain certain provisions that could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from attempting to acquire, control of AOL. Certain of such provisions allow AOL to issue preferred stock with rights senior to those of the AOL Common Stock and impose various procedural and other requirements which could make it more difficult for stockholders to effect certain corporate actions. In addition, AOL has a stockholder rights plan pursuant to which holders of Common Stock receive a dividend of one preferred share purchase right for each outstanding share of AOL Common Stock they hold, exercisable under certain defined circumstances involving a potential change of control. AOL's product development and licensing agreement and related warrant agreement with Apple also include provisions that are triggered by a change in control. The foregoing provisions could limit the price that certain investors might be willing to pay in the future for shares of AOL Common Stock.

Dividends

AOL has never declared, nor has it paid, any cash dividends on its Common Stock. AOL currently intends to retain its earnings to finance future growth and, therefore, does not anticipate paying any cash dividends on its Common Stock in the foreseeable future. Accordingly, any potential investor who anticipates the need for current dividends from its investment may not wish to purchase the shares offered hereby.

THE COMPANY

AOL is the leading provider of online services in the United States. Online services enable people using personal computers or other access devices to interact with other people or reach outside sources of information using telephone line connections channeled through central host computers. AOL offers subscribers a wide variety of services, including electronic mail, conferencing, entertainment, software, computing support, a "newsstand" of electronic magazines and newspapers, online classes, Internet access and other online content provided by more than 200 partners, including Time Magazine, ABC, NBC, Business Week, Entertainment Weekly, The New York Times, MTV, American Express, The Vanguard Group and Morningstar. It is AOL's goal to continue adding new sources of information to make the America Online service more compelling. AOL's proprietary software, emphasizing ease-of-use and visually appealing graphics, provides subscribers with access to AOL services from a broad range of personal computers and certain other emerging types of personal electronic devices. AOL's online services are available on the leading personal computer operating systems, including Windows, DOS and Macintosh. In addition, AOL's online services are available on personal digital assistants ("PDAs").

AOL focuses on maximizing the interactive nature of its offerings by providing services which encourage subscribers to share information and ideas in areas where they have common interests. This interactive communications functionality is available throughout AOL's various services. AOL promotes real-time online communication by scheduling conferences of discussions on specific topics. Electronic mail services allow subscribers to send messages to other members' private electronic mailboxes, or to non-subscribers via fax, U.S. mail or an international electronic mail gateway. Public bulletin boards allow subscribers to share information and opinions on subjects of general or specialized interest. AOL believes that by creating such highly interactive "electronic communities" it will more effectively stimulate subscriber growth, usage and retention. AOL has experienced rapid growth in its subscriber base, reaching more than two million subscribers at the end of February 1995, an increase of approximately 33% during the prior three months and approximately 100% during the prior six months.

AOL's goal is to capitalize on the growing demand for online services and gain market share by aggressively seeking to build its subscriber base. AOL believes that by continuing to expand its subscriber base, its services will be more active and stimulating to users and will be more attractive to third-party content providers and distributors. In addition, AOL believes that expansion of its subscriber base will create ancillary revenue opportunities such as sales of merchandise and classified advertising.

AOL also provides access to the Internet, a computer network estimated by some to have more than 30 million users. The Internet was originally developed for use principally by academics, scientists and corporate users seeking access to university databases across the United States. In order to use the Internet effectively, users had to have powerful computers and navigate their way through the complex network with minimal assistance. Now the Internet connects millions of host computers throughout the world and can be accessed using standard personal computer equipment and widely available software. As such, the Internet is becoming an increasingly important facet of the interactive services marketplace.

AOL has taken numerous steps in its effort to become the leader in popularizing the Internet for both consumers and publishers. First, AOL has created a special division within the company, the Internet Services Company, to pursue AOL's Internet opportunities. Second, AOL is continuing to expand the Internet features available through AOL's service. AOL's current Internet offerings include E-mail gateway and mailing list capabilities, USENET Newsgroups, file transfer protocol (FTP) and WAIS and Gopher databases. AOL also plans to provide access to the World Wide Web in the coming months. Third, AOL recently completed two significant Internet-related acquisitions. On November 30, 1994, AOL acquired NaviSoft, Inc. ("NaviSoft") in a stock-for-stock merger, as a result of which NaviSoft became a wholly-owned subsidiary of AOL. NaviSoft has developed a collection of software products currently in test that provide content companies with advanced navigation and reporting tools for information products across multiple networks, computing platforms and sites. AOL plans to use these NaviSoft tools to develop a "total Internet solution" for partners, which will enable them to more easily develop and publish engaging content. On December 23, 1994, AOL acquired BookLink Technologies, Inc. ("BookLink") in a stock-for-stock merger, as a result of which BookLink became a wholly-owned subsidiary of AOL. AOL will use BookLink's award-winning InternetWorks product to provide subscribers with an easy-to-use interface to access the full suite of Internet features, including the World Wide Web, E-mail, Newsgroup discussions, Gopher, WAIS and FTP. Fourth, AOL recently created Websoft, Inc. ("Websoft"), a new venture designed to leverage the Internet assets of AOL and create open standards for companies who want to build a presence on the Internet. Websoft is designed to bring together a variety of technology assets, both from within and outside of AOL, to deliver capabilities in client, server, authoring and infrastructure areas. AOL intends to align with other interested companies to cross-license technologies and share ownership in the new venture.

AOL is pursuing a variety of networking initiatives to redefine the ways in which subscribers access its services. Currently, subscribers connect to AOL's services using standard phone lines. AOL has contracted with third party data networks so that subscribers in cities throughout the United States and Canada can dial one of approximately 800 local access numbers to connect to its services. However, AOL has recently taken several steps to improve its network architecture. Most importantly, AOL is in the process of building a TCP/IP-based dial-up network, called AOLnet. Unlike AOL's current network system which relies predominately on a single network provider, U.S. Sprint, AOLnet will be based on a portfolio approach whereby network services will be provided by a number of different providers. When completed, AOLnet should provide subscribers with more reliable, higher speed access. In addition, given its underlying technology, AOLnet should be easier to expand and upgrade than the network currently serving AOL subscribers. In connection with the development of AOLnet, on February 15, 1995, AOL acquired substantially all of the assets of Advanced Network & Services, Inc. ("ANS"), including all of the outstanding common stock of its commercial subsidiary, ANS CO+RE Systems, Inc. ANS provides virtual private data network services, Internet access, network security and related services to business customers. The ANS backbone network is among the largest and fastest public data networks, carrying daily traffic of over three billion packets. ANS will be the primary AOLnet service provider.

AOL is also investing in the development of alternative technologies to deliver its services. For example, AOL has entered into agreements with several manufacturers of PDAs, including Sony, Motorola, Tandy and Casio, to bundle a palmtop edition of AOL's client software with the PDAs sold by such manufacturers. AOL is currently participating with each of Viacom, Comcast, Rogers Cablesystems, TCI and Cablevision Systems in cable trials to deliver

its consumer online services to personal computers via cable networks and has announced that it will support cable modem platforms of Intel, General Instruments, Scientific Atlanta and LAN City. In the paging market, AOL has entered into agreements with AT&T Wireless Services and MobileMedia to provide their paging customers who subscribe to AOL with mobile access to certain AOL services. In addition, AOL has entered into an agreement with Pacific Bell regarding the delivery of AOL's service over Integrated Services Digital Network (or ISDN) connections in its service area.

In the multimedia area, AOL acquired Redgate Communications Corporation ("Redgate"), a multimedia and interactive marketing services company, in a stock-for-stock merger which closed in August 1994, as a result of which Redgate became a wholly-owned subsidiary of AOL. AOL believes that the Redgate merger provides a significant strategic opportunity for AOL to develop innovative new interactive marketing channels that meet the needs of subscribers, advertisers and media partners. In October 1994, AOL began shipping its multimedia interface to subscribers. On November 21, 1994, AOL announced its investment in 2Market, Inc. a venture which will provide CD-ROM and online-based interactive shopping services. 2Market Inc.'s first service, 2Market, features goods and services from numerous catalogs and retailers, as well as a one-step connection to AOL's online service. AOL plans to develop additional hybrid CD-ROM/online offerings which bring together multimedia presentation and connectivity through Redgate, 2Market and other development channels.

AOL is also pursuing international expansion, with an initial focus on Europe and Japan. In this regard, on March 1, 1995, AOL announced that it had signed a Memorandum of Understanding with Bertelsmann AG, one of the world's largest media companies, to offer interactive services in Western and Eastern Europe, with the first services expected to launch later this year in Germany, France and the United Kingdom. According to the terms of the Memorandum of Understanding, the two companies will form a joint venture with each owning 50%. Bertelsmann will contribute a substantial amount to fund the launch of the service. In addition to jointly developing services for the European community, Bertelsmann or one of its affiliates will become a minority stockholder in AOL and will be represented on the AOL Board of Directors. The global alliance is intended to leverage Bertelsmann's leadership in book and magazine publishing, music and television and record/book club marketing, with America Online's innovative technology and leadership in developing and managing interactive services.

AOL was incorporated in Delaware on May 24, 1985. AOL's principal executive offices are located at 8619 Westwood Center Drive, Vienna, Virginia 22182-2285. Its telephone number at that address is (703) 448-8700.

THE SELLING STOCKHOLDERS

The Selling Stockholders are CMG Securities Corporation, a Massachusetts corporation, which is a wholly-owned subsidiary of CMG Information Services, Inc., a Delaware corporation ("CMG") and Advanced Network & Services, Inc., a Delaware nonstock corporation ("ANS", and together with CMG Securities Corporation the "Selling Stockholders").

On November 8, 1994, AOL and a wholly-owned subsidiary of AOL ("Acquisition Sub") entered into an Agreement and Plan of Reorganization with CMG providing for the acquisition of BookLink Technologies, Inc., a Delaware corporation and wholly-owned subsidiary of CMG ("BookLink"), by AOL pursuant to a merger between BookLink and Acquisition Sub (the "Merger"). The Merger was completed on December 23, 1994. In the Merger, the shares of capital stock of BookLink owned by CMG were converted into 710,000 shares of Common Stock, AOL assumed certain BookLink employee stock options and BookLink became a wholly-owned subsidiary of AOL. At the request of CMG, the 710,000 shares of Common Stock to be issued to CMG in the Merger were issued to CMG Securities Corporation. Of such 710,000 shares of Common Stock held by CMG Securities Corporation, 350,000 shares may be offered for sale from time to time pursuant to the Registration Statement of which this Prospectus is a part.

On November 25, 1994, AOL and ANS entered into an Asset Purchase Agreement providing for the purchase by AOL of substantially all of the assets of ANS (the "Asset Purchase Agreement"). This transaction was completed on February 15, 1995. As consideration, ANS received \$20 million, less certain amounts withheld for, among other things, unassigned contracts, and 258,065 shares of Common Stock, representing \$15 million worth of Common Stock based upon the average closing bid price of the Common Stock during a twenty day period which preceded closing. All 258,065 of such shares of Common Stock held by ANS may be offered for sale from time to time pursuant to the Registration Statement of which this Prospectus is a part.

The names and addresses of the Selling Stockholders, the positions, offices and other material relationships, if any, of such Selling Stockholders with AOL, the number of Shares held by such Selling Stockholders and the percentage ownership of such Selling Stockholders of the issued and outstanding shares of AOL Common Stock is as set forth below:

Name	Address	No. of Shares	Percent of AOL Common Stock ¹
CMG Securities Corporation	187 Ballardvale Street, Suite B110 Wilmington, MA	350,000	2.1%
Advanced Network & Services, Inc.	100 Clearbrook Road Elmsford, NY	258,065	1.5%

CMG Securities has not held any position or office, or had any other material relationship, with AOL or any of its predecessors or affiliates. If all of the Shares being offered

¹ Based on number of issued and outstanding shares of Common Stock as of February 28, 1995.

by CMG Securities Corporation are sold, CMG Securities Corporation will own 360,000 shares of Common Stock or 2.1 percent of the Common Stock currently outstanding. ANS CO+RE Systems, Inc., a former subsidiary of ANS now owned by AOL, performed certain data communications services for AOL during the year immediately preceding the closing under the Asset Purchase Agreement. With this exception, ANS has not held any position or office, or had any other material relationship with AOL or any of its predecessors or affiliates. If all of the Shares being offered by ANS are sold, ANS will not own any AOL Common Stock.

PLAN OF DISTRIBUTION

The Shares are being registered to permit public secondary sales of the Shares by the Selling Stockholders from time to time after the date of this Prospectus, but in any event not later than thirty days from the effective date of the Registration Statements of which this Prospectus forms a part. The Company will receive no proceeds from the sale of the Shares by the Selling Stockholders. The Company anticipates that the Selling Stockholders may sell all or a portion of the Shares from time to time through the Nasdaq National Market or in the over-the-counter market, in privately negotiated transactions, or in combinations of such transactions, and may sell Shares to or through one or more broker-dealers at prices prevailing or at prices related to the then prevailing prices on such National Market or over-the-counter market, as appropriate, at the times of such sales or at negotiated prices. The Selling Stockholders may also make private sales directly or through one or more broker-dealers. ANS plans to sell its Shares to or through Salomon Brothers Inc. and possibly to or through other broker-dealers. The Shares may be sold, but are not limited to sale, by one or more of the following methods: (a) a block trade in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction; (b) purchases by a broker or dealer as principal and resale by such broker or dealer for its account pursuant to this Prospectus; (c) an exchange distribution in accordance with the rules of such exchange; and (d) ordinary brokerage transactions and transactions in which the broker solicits purchasers. Broker-dealers participating in such transactions may receive compensation in the form of discounts, concessions or commissions (including, without limitation, customary brokerage commissions) from the Selling Stockholder(s) effecting such sales. The Selling Stockholders and any broker-dealers who act in connection with sales of Shares may be deemed to be "underwriters" as that term is defined in the Securities Act, and any commissions received by them and profit on any resale of the Shares might be deemed to be underwriting discounts and commissions under the Securities Act. In effecting sales, broker-dealers engaged by the Selling Stockholders may arrange for other broker-dealers to participate. Any dealer or broker participating in any distribution of the Shares may be required to deliver a copy of this Prospectus, including any Prospectus supplement, to any person who purchases any of the Shares from or through such broker or dealer.

At the time a particular offer of Shares is made, to the extent required, a supplement to this Prospectus will be distributed which will identify and set forth the aggregate amount of Shares being offered and the terms of the offering, including the name or names of any underwriters, dealers or agents, the purchase price paid by any underwriter for Shares purchased from the Selling Stockholders, any discounts, commissions and other items constituting compensation from the Selling Stockholders and any discounts, commissions or concessions allowed or paid to dealers, including the proposed selling price to the public.

Each of the Selling Stockholders shall pay all discounts, selling commissions and taxes (if any) incurred in connection with the registration and sale of its Shares and fees and expenses of counsel and other advisors to such Selling Stockholder. All other expenses incurred in connection with the registration and sale of the Shares, including the registration fee payable to the Securities and Exchange Commission hereunder, the listing fee paid to NASD for listing the Shares on the Nasdaq National Market System and the fees and expenses of counsel to the Company and independent accountants, will be paid 75% by the Company and 25% by CMG Securities Corporation.

The Selling Stockholders have advised the Company that during such times as the Selling Stockholders may be deemed to be engaged in a distribution of the Shares, and therefore "underwriters" under the Act, they will comply with Rules 10b-2 and 10b-6 and 10b-7 under the Exchange Act and therefore will, among other things:

- (a) not engage in any stabilization activities in connection with the Company's securities;
- (b) furnish each broker-dealer through which Shares may be offered such copies of this Prospectus, as amended from time to time, as may be required by such broker-dealer; and
- (c) not bid for or purchase any securities of the Company or attempt to induce any person to purchase any securities of the Company other than as permitted under the Exchange Act.

In order to comply with certain states' securities laws, if applicable, the Shares will be sold in such jurisdictions only through registered or licensed brokers or dealers. In certain states the Shares may not be sold unless the Shares have been registered or qualified for sale in such state, or unless an exemption from registration or qualification is available and is obtained.

Each of the Selling Stockholders has agreed to indemnify the Company with respect to certain liabilities which may arise in connection with this offering based on information furnished to the Company by such Selling Stockholders. The Company has agreed to indemnify each of the Selling Stockholders with respect to certain other liabilities which may arise in connection with this offering.

USE OF PROCEEDS

The Company will not receive any proceeds from the sale of Shares hereunder.

LEGAL MATTERS

The validity of the issuance of shares of Common Stock offered hereby has been passed upon for AOL by O'Sullivan Graev & Karabell, LLP, special counsel to AOL.

EXPERTS

The restated consolidated financial statements of the Company, appearing in the Current Report on Form 8-K dated March 9, 1995, for the year ended June 30, 1994, reflecting

the August 19, 1994 pooling of interests with Redgate Communications Corporation, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference.* Such restated financial statements are incorporated herein by reference in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the expenses that are expected to be incurred in connection with the offering of the Shares. All such expenses shall be borne 75% by the Company and 25% by CMG Securities Corporation, other than the fees and expenses of legal counsel to the Selling Stockholders, which will be paid by the Selling Stockholders. All amounts set forth below are estimates, other than the SEC registration fee and Nasdaq listing fee.

SEC registration fee	\$17,612.92
Nasdaq listing fee	12,161.30
Printing and engraving expenses	3,000.00
Legal fees and expenses (counsel to the Company)	12,500.00
Legal fees and expenses (counsel to the Selling Stockholders)	4,000.00
Accounting fees and expenses	<u>5,000.00</u>
Total	\$54,274.22

Item 15. Indemnification of Directors and Officers.

Section 145(a) of the General Corporation Law of the State of Delaware ("Delaware Corporation Law") provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director or officer of the corporation. Such indemnity may be against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred in connection with such action, suit or proceeding, if the indemnified party acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and if, with respect to any criminal action or proceeding, the indemnified party did not have reasonable cause to believe his conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, against any expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation.

Section 156(g) of the Delaware Corporation law provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against him in any such

capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provisions of the law.

Pursuant to Section 102(b)(7) of the Delaware General Corporation Law (the "Delaware Statute"), Article Ninth of the Registrant's Restated Certificate of Incorporation (the "Certificate of Incorporation") (filed herewith) provides that:

To the fullest extent permitted by the Delaware General Corporation Law as the same now exists or may hereafter be amended, the Corporation shall indemnify, and advance expenses to, its directors and officers and any person who is or was serving at the request of the Corporation as a director or officers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation, by action of its board of directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the board of directors in its sole and absolute discretion.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Ninth shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article Ninth.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Ninth shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such officer or director. The indemnification and advancement of expenses that may have been provided to an employee or agent of the Corporation by action of the board of directors, pursuant to the last sentence of Paragraph 1 of this Article Ninth, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person, after the time such person has ceased to be an employee or agent of the Corporation, only on such terms and conditions and to the extent determined by the board of directors in its sole discretion.

In addition, Article Five of the Registrant's Restated By-Laws (filed herewith) provides that:

Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer,

employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney's fees, judgements, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this Article with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

Right to Advancement of Expenses. The right to indemnification conferred in Section 1 of this Article shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an Indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 of this Article shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. Any repeal or modification of any of the provisions of this Article shall not adversely affect any right or protection of an Indemnitee existing at the time of such repeal or modification.

Right of Indemnitees to Bring Suit. If a claim under Section 1 or 2 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall also be entitled to be paid the expenses of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the

circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise shall be on the Corporation.

Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation as amended from time to time, these by-laws, any agreement, any vote of stockholders or disinterested directors or otherwise.

Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

The directors and officers of the Registrant are covered by a policy of liability insurance.

Item 16. Exhibits and Financial Statement Schedules

(a) The following exhibits are filed herewith or incorporated herein in their entirety by reference:

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Reorganization dated as of May 11, 1994, as amended, among Registrant, RCC Acquisition Corporation and RCC Communications Corporation (Filed as Exhibit 2.1 to the Registrant's Registration Statement on Form S-4, Registration No. 33-82030, and incorporated herein by reference)
2.2	Agreement and Plan of Reorganization dated as of November 8, 1994, among the Registrant, BLT Acquisition Corporation, CMG Information Services, Inc. and Booklink Technologies, Inc. (Filed as Exhibit 1 to the Registrant's Statement on Form 8-K, filed January 9, 1995 and incorporated herein by reference)

- 2.3 Asset Purchase Agreement by and between Registrant and Advanced Network & Services, Inc. dated November 25, 1994 (Filed as Exhibit 1 to the Registrant's Statement on Form 8-K, filed February 28, 1995 and incorporated herein by reference)
- 3.1 The Restated Certificate of Incorporation of the Registrant
- 3.2 The Restated By-laws of the Registrant
- 4.1 Form of Common Stock Certificate (Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, Registration Number 33-44585, and incorporated herein by reference)
- 4.2 Rights Agreement dated as of April 23, 1993, including Exhibit A (Certificate of Designation setting forth the terms of the Series A Junior Participating Preferred Stock, \$.01 par value), Exhibit B (Form of Rights Certificate) and Exhibit C (Summary of Rights to Purchase Series A Junior Participating Preferred Shares) (Filed as Exhibit 4.3 to Registrant's Registration Statement on Form S-4, Registration Number 33-82030, and incorporated herein by reference); First Amendment to the Rights Agreement dated as of January 31, 1995
- 5.1 Legal Opinion of O'Sullivan Graev & Karabell, LLP, special counsel to the Registrant
- 23.1 Consent of Ernst & Young LLP, independent auditors
- 23.2 Consent of O'Sullivan Graev & Karabell, LLP, special counsel to the Registrant (included in Exhibit 5.1)
- 24 Powers of Attorney

Item 22. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (l)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vienna, State of Virginia, on March ____, 1995.

AMERICA ONLINE, INC.

By: STEPHEN M. CASE

Name: Stephen M. Case

Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March ____, 1995.

Signature

Title

*

James V. Kimsey

Chairman of the Board of Directors

STEPHEN M. CASE

Stephen M. Case

*

James G. Andress

Director

*

Frank J. Caufield

Director

*

Alexander M. Haig, Jr.

Director

*

William N. Melton

Director

*

Scott C. Smith

Director

Signature

Title

LENNERT J. LEADER

Lennert J. Leader

Senior Vice President and Chief Financial
Officer (Principal Financial and Accounting
Officer)

*By: LENNERT J. LEADER

Lennert J. Leader

Attorney-in-Fact

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